

APR 04 '11 -2 30 PM

**SURFACE TRANSPORTATION BOARD**

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April 4, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, effective as of April 1, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are

Assignor	Trinity Industries Leasing Company 2525 Stemmons Freeway Dallas, TX 75207
Assignee:	TLP Rail Trust I by Wilmington Trust Company, not in its individual capacity but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 29890

Chief  
Section of Administration  
April 4, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is:

100 tank cars within the series TILX 193677 - TILX 193839 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is.

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDATION NO. 29725 FILED

APR 04 '11 -2 30 PM

**SURFACE TRANSPORTATION BOARD**

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement effective as of April 1, 2009 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

**W I T N E S S E T H:**

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), effective as of April 1, 2009, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By:  \_\_\_\_\_

Name: **Jose L. Paredes**

Title: **Assistant Vice President**

**TRINITY INDUSTRIES LEASING  
COMPANY**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 11<sup>th</sup> day of March, 2011

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2011

[Memorandum of Assignment and Assumption Agreement]

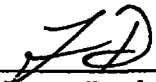
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: \_\_\_\_\_  
Name:  
Title:

**TRINITY INDUSTRIES LEASING  
COMPANY**

By:  \_\_\_\_\_  
Name: Lance Davis  
Title: Vice President

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2011

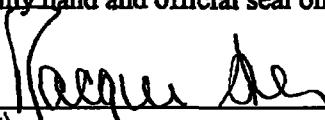
Executed on this 31<sup>st</sup> day of MARCH, 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE     )  
                                      ) SS:  
COUNTY OF NEW CASTLE )

On this, the 11<sup>th</sup> day of March 2011, before a Notary Public in and for said County and State, personally appeared Jose Parant, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on March 11, 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

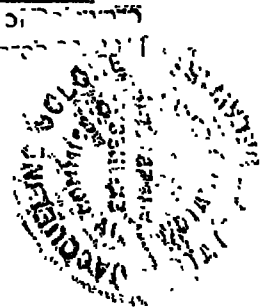
  
\_\_\_\_\_

Name:  
Notary Public

My Commission Expires:

Residing in \_\_\_\_\_

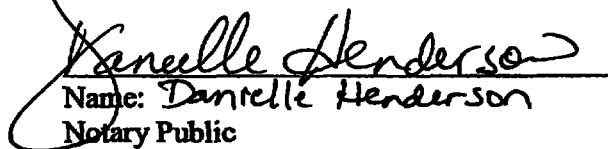
March 11, 2011  
Notary Public for the State of Delaware



STATE OF TEXAS       )  
                                  ) SS:  
COUNTY OF DALLAS    )

On this, the 31<sup>st</sup> day of March 2011, before a Notary Public in and for said County and State, personally appeared Lance Davis, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on March 31, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: Danielle Henderson  
Notary Public

My Commission Expires: 6/9/2012  
Residing in Cedar Hill TX



## **EXHIBIT A**

**Lease:** Rider Eighteen (18), effective April 1, 2009, to that certain Railroad Car Lease Agreement, dated October 16, 2002, between Trinity Industries Leasing Company and Valero Marketing and Supply Company

**Equipment:** 30,145 gallon capacity, DOT 111A100W1 non-coiled, non-insulated railroad tank cars

**Quantity:** One Hundred (100)

**Road Numbers:** See Schedule 1 attached hereto



# SCHEDULE 1

TILX 193677	TILX 193750	TILX 193824
TILX 193678	TILX 193751	TILX 193826
TILX 193679	TILX 193752	TILX 193828
TILX 193680	TILX 193753	TILX 193829
TILX 193683	TILX 193755	TILX 193831
TILX 193684	TILX 193756	TILX 193834
TILX 193686	TILX 193758	TILX 193837
TILX 193689	TILX 193761	TILX 193839
TILX 193690	TILX 193763	
TILX 193695	TILX 193764	
TILX 193696	TILX 193766	
TILX 193697	TILX 193768	
TILX 193698	TILX 193769	
TILX 193699	TILX 193770	
TILX 193700	TILX 193773	
TILX 193702	TILX 193774	
TILX 193703	TILX 193776	
TILX 193705	TILX 193779	
TILX 193706	TILX 193780	
TILX 193707	TILX 193781	
TILX 193709	TILX 193783	
TILX 193710	TILX 193785	
TILX 193711	TILX 193786	
TILX 193712	TILX 193788	
TILX 193716	TILX 193790	
TILX 193718	TILX 193792	
TILX 193719	TILX 193795	
TILX 193721	TILX 193796	
TILX 193723	TILX 193798	
TILX 193724	TILX 193800	
TILX 193726	TILX 193801	
TILX 193727	TILX 193802	
TILX 193729	TILX 193804	
TILX 193732	TILX 193805	
TILX 193733	TILX 193806	
TILX 193734	TILX 193808	
TILX 193736	TILX 193809	
TILX 193737	TILX 193810	
TILX 193738	TILX 193813	
TILX 193739	TILX 193816	
TILX 193740	TILX 193818	
TILX 193742	TILX 193819	
TILX 193743	TILX 193820	
TILX 193744	TILX 193821	
TILX 193745	TILX 193822	
TILX 193746	TILX 193823	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/1/11



\_\_\_\_\_  
Robert W. Alvord